

NOV 25 '97

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November 21, 1997

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams
Secretary
Office of the Secretary
The Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) are three original executed copies and one photostatic copy of Amendment No. 1 to Memorandum of Lease Agreement (the "Amendment"), dated as of November 13, 1997, between JAIX Leasing Company ("JAIX") and Norfolk Southern Corporation ("NS"), a secondary document as defined in the Commissioner's Rules for the Recordation of Documents. The Amendment amends that certain Memorandum of Lease Agreement ("Memorandum"), dated as of July 21, 1997, between JAIX and NS, which Memorandum was duly recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301(a) on September 9, 1997 and assigned Recordation Number 20854.

The names and addresses of the parties to the enclosed Amendment are:

Lessor: JAIX Leasing Company
980 North Michigan Avenue
Chicago, Illinois 60611

Mr. Vernon A. Williams
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Lessee: Norfolk Southern Corporation
110 Franklin Road, S.E.
Roanoke, Virginia 24042-0072

A description of the railroad equipment covered by the enclosed document is set forth in the Amendment.

Also enclosed is a check in the amount of \$24.00 payable to the order of The Surface Transportation Board covering the required recordation fee.

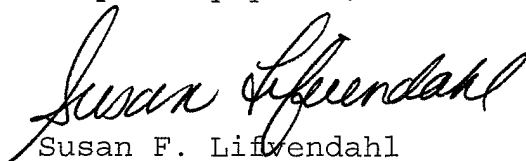
Kindly return two stamped original copies, the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 3100, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Amendment No. 1 to Memorandum of Lease Agreement, dated as of November 13, 1997, between JAIX Leasing Company and Norfolk Southern Corporation amending that certain Memorandum of Lease Agreement, dated as of July 21, 1997, between JAIX Leasing Company and Norfolk Southern Corporation duly recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301(a) on September 9, 1997 and assigned Recordation Number 20854.

Very truly yours,


Susan F. Lifvendahl

SFL/jma
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld

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AMENDMENT NO. 1 TO MEMORANDUM OF LEASE AGREEMENT

This Amendment No. 1 ("Amendment") modifies and amends the Memorandum of Lease Agreement made and entered into as of July 21, 1997 (the "Memorandum of Lease Agreement") by and between JAIX Leasing Company ("Lessor") and Norfolk Southern Corporation ("Lessee") respecting that certain Railcar Equipment Lease dated as of July 21, 1997, Rider 1 thereto dated as of July 21, 1997, as amended by Amendment No. 1 to Rider 1, dated as of November 13 1997, between Lessor and Lessee.

WHEREAS, Lessor and Lessee desire to amend the Memorandum of Lease Agreement as hereinafter provided.

NOW, THEREFORE, in consideration of the foregoing, the mutual agreements, terms and conditions herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The description of the Railcars in paragraph 1 of the Memorandum of Lease Agreement is hereby deleted in its entirety and the following is inserted in lieu thereof:

For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor 200 rebodied steel 5180 c.f. triple open top hopper cars marked NS 300100 - NS 300299, inclusive (the "Railcars").

2. This Amendment shall be effective on and as of July 21, 1997.

3. Except as otherwise expressly provided herein, the Memorandum of Lease Agreement shall continue in full force and effect and all references to the Memorandum of Lease Agreement shall mean the Memorandum of Lease Agreement as amended hereby.

4. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, each of the parties hereto have caused this Amendment to be duly executed by their duly authorized officers as of the 13th day of November, 1997.

LESSOR:

LESSEE:

JAIX LEASING COMPANY

NORFOLK SOUTHERN CORPORATION

By: Edward J. WhalenName: EDWARD J. WHALENTitle: PRESIDENTBy: W.T. RousisName: W.T. ROUSISTitle: Mgr. Purchasing-Car

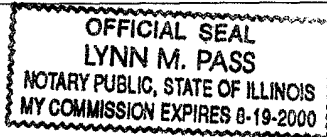
STATE OF ILLINOIS)
COUNTY OF COOK)

SS:

On this 10th day of November, 1997 before me personally appeared Edward J. Ethelen, to me personally known, who being duly sworn, says that he is a President of JAIX LEASING COMPANY, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynn M. Pass
Notary Public

[NOTARIAL SEAL]



My Commission Expires: 8-19-2000

COMMONWEALTH OF VIRGINIA)
COUNTY OF ROANOKE)

SS:

On this 13th day of November, 1997, before me personally appeared William T. Rousis, to me personally known, who being by me duly sworn, says that he is a Manager Purchasing of NORFOLK SOUTHERN CORPORATION, a Virginia corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jane S. Spumaker
Notary Public

[NOTARIAL SEAL]

My Commission expires:
My Commission Expires July 31, 2000